

# Exhibit E

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As filed with the Securities and Exchange Commission on July 15, 2011

No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
 Washington, D.C. 20549

**FORM S-4**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**Burlington Coat Factory Warehouse Corporation**

Additional Registrants Listed on Schedule A Hereto  
 (Exact name of registrant as specified in its charter)

Delaware  
 (State or other jurisdiction of  
 incorporation or organization)

5311  
 (Primary Standard Industrial  
 Classification Code Number)

22-1970303  
 (I.R.S. Employer  
 Identification No.)

1830 Route 130 North  
 Burlington, New Jersey 08016  
 (609) 387-7800

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Paul C. Tang, Esq.  
 Burlington Coat Factory Warehouse Corporation  
 Executive Vice President and General Counsel  
 1830 Route 130 North  
 Burlington, New Jersey 08016  
 (609) 387-7800

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

Joshua N. Korff, Esq.  
 Kirkland & Ellis LLP  
 601 Lexington Avenue  
 New York, New York 10022  
 (212) 446-4800

**Approximate date of commencement of proposed sale of the securities to the public:** The exchange will occur as soon as practicable after the effective date of this Registration Statement ☐

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. ☐

If this Form is filed to registered additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-Accelerated filer ☒ (Do not check if a smaller reporting company)

Smaller reporting Company ☐

**CALCULATION OF REGISTRATION FEE**

| Title of Each Class of Securities<br>to be Registered | Amount<br>to be<br>Registered | Proposed Maximum<br>Aggregate<br>Offering Price(1) | Amount of<br>Registration Fee |
|---|-------------------------------|--|-------------------------------|
| 10% Senior Notes due 2019                             | \$450,000,000                 | \$450,000,000                                      | \$52,245                      |